

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 21656-A FILED

DEC 27 '00

2:11 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

December 27, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORD 21656-A

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Partial Lease Termination, a secondary document, dated as of December 21, 2000. The primary document to which this is connected is recorded under Recordation No. 21656. We request that one copy of this document be recorded under Recordation No. 21656-A.

The name and address of the party to the Instrument of Partial Lease Termination is:

Lessor:

National Railway Equipment Company
14400 Robey Avenue
Dixmoor, IL 60426-1011

A description of the equipment covered by the Instrument of Partial Lease Termination consists of one GP-40X locomotive numbered SP 7200.

A fee of \$ 26.00 is enclosed. Please return the original to:

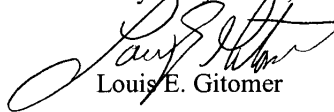
Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

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Honorable Vernon A. Williams
December 27, 2000
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A short summary of the document to appear in the index follows: an Instrument of Partial Lease Termination by National Railway Equipment Company, 14400 Robey Avenue, Dixmoor, IL 60426-1011, covering one GP-40X locomotive numbered SP 7200.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 21656-A FILED

DEC 27 '00

2-40 PM

SURFACE TRANSPORTATION BOARD

INSTRUMENT OF PARTIAL LEASE TERMINATION

The National Railway Equipment Company ("NRE"), the Lessor, this 21st day of December, 2000, terminates the lease of one GP-40X locomotive numbered SP 7200 (the "Locomotive") under the Locomotive Lease Agreement, entered into as of October 24, 1997, between NRE, as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee (the "Lease"), which was recorded at the Surface Transportation Board on September 21, 1998 in Recordation No. 21656.

WHEREAS, NRE desires to execute this Instrument to evidence for the public record the partial termination of the Lease and of all the rights and obligations of NRE with respect to the Locomotive.

NOW, THEREFORE, in consideration of the premises, NRE does hereby acknowledge and confirm for the public record the partial termination of the Lease, and all rights and obligations arising under the Lease with respect to the Locomotive.

IN WITNESS WHEREOF, NRE has executed or caused this Instrument to be executed as of the date first above written.

NATIONAL RAILWAY EQUIPMENT COMPANY

By: *L. J. Boal* 

Its: PRESIDENT

State of Illinois)
) ss.
County of Cook)

On this 21 day of December, 2000, before me personally appeared Lawrence J. Beal, to me personally known, who, being by me duly sworn, says that (s)he is president of National Railway Equipment Company, and that (s)he is duly authorized to sign the foregoing instrument on behalf of National Railway Equipment Company and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of National Railway Equipment Company.

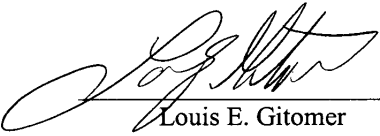


[Signature]
Notary Public

My commission expires: 3/02/04

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Instrument of Partial Lease Termination dated as of December 21, 2000 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 27, 2000